

LIBER 48 PAGE 601
ARTICLES OF INCORPORATION
OF
EASTERN OIL & REFINING COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 7, 1989 AT 2:47 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20.00
RECORDING FEE PAID: \$ 20.00
SPECIAL FEE PAID: \$

D2916914

TO THE CLERK OF THE COURT OF WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BENTLEY V. PLUMMER
11606 TOULONE DR.
POTOMAC MD 20854

Received for Record 2914, 1440 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 599-601

Mark S. Bower Clerk 113C3030723
A 314301



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3196 0268

AT5-060 Ex + M: Bentley V. Plummer 11606 Toulone Dr.
Potomac Md 20854 5-10-90

906904

LIBER 48 PAGE 602

Handwritten mark

ARTICLES OF INCORPORATION
 OF
GLADDEN CONSTRUCTION CO., INC.
 A Maryland Close Corporation,
 Organized Pursuant to Title 4 of the
 Corporations and Associations Article of the
 Annotated Code of Maryland

NOV 29 P 11 28

FIRST: The undersigned, Carol A. Montgomery, whose post office address is 130 E. Main Street, Salisbury, MD 21801, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the corporation) is:

GLADDEN CONSTRUCTION CO., INC. (A Close Corporation)

THIRD: The Corporation shall be a close corporation as authorized by Section 4-101, et al, of the Corporation and Association Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the corporation is formed is as follows:

(1) CONSTRUCTING, OWNING, AND OPERATING BUILDINGS:

To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

To exercise any powers not heretofore set forth as enumerated by the Corporation and Association Article of the Annotated Code of Maryland, Section 2-103, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation is 105 S. Division Street, Fruitland, Maryland 21826, and the name and post office address of the Resident Agent of the Corporation is Don E. Richardson, 130 E. Main Street, P. O. Box 258, Salisbury, Maryland 21801.

STATE DEPT. OF ASSESSMENTS & TAXATION

89 DEC 7 AM 9 47

RECEIVED

Blacked out area

5000 9813

STATE DEPARTMENT OF ASSESSMENTS & TAXATION

RECORDED FOR RECORD
 11-29-89 at 9:38 AM

LAW OFFICES OF
RICHARDSON & ANDERSON
 130 EAST MAIN STREET
 P. O. BOX 258
 SALISBURY, MD 21801
 (301) 742-8744

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand shares, all having no par value, all of one class, and all designated common stock.

SEVENTH: After the completion of the organization meeting of the Corporation and the issuance of one or more shares of stock of the Corporation, the Corporation shall have a Board of Directors consisting of at least One (1) member. Until such time, the Corporation shall have Three (3) directors whose names are Elbert E. Gladden, Dean E. Gladden, and Drusilla Gladden, all of 105 S. Division Street, Fruitland, Maryland 21826.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

a. The Corporation shall have all the powers of a natural person not specifically denied to it by State or Federal Law.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 28th day of November, 1989.

WITNESS:

Sara J. Crockett Carol A. Montgomery (SEAL)
Carol A. Montgomery

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 28th day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Carol A. Montgomery, and she acknowledged the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and official seal.



Sara J. Crockett
Notary Public

My Commission expires: 7/1/90.

LAW OFFICES OF
RICHARDSON & ANDERSON
130 EAST MAIN STREET
P O BOX 258
BALISBURY, MD 21801
(301) 742-8744

WCT

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Sp. E. Richardson</u>
87		_____ Limited Part. Good Standing	<u>P.A.</u>
71		Financial	<u>Box 258</u>
600		_____ Personal	<u>Salisbury, Maryland</u>
		Property Reports and late filing penalties	<u>2001</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

LIBER 48 PAGE 605

ARTICLES OF INCORPORATION
OF
GLADDEN CONSTRUCTION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 29, 1989 AT 9:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2916534

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DCN E. RICHARDSON, P.A.
BOX 258
SALISBURY MD 21801

Received for Record April 14, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 113C3030685
No. 48 Folios 602-605

Mark S. Bower Clerk 314265



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3196 0044

Ex 2 D: R+A, Atty 5-10-90

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIDER

43 PAGE 606

APPROVED FOR RECORD

12/1/89 at 10:00 A.M.

JM Research Incorporated
ARTICLES OF INCORPORATION

906905

RECEIVED
'89 DEC 7 AM 10 00
STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: The undersigned whose post office address is Box 160, Delmar, Maryland 21875, being at least eighteen years of age do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, which is hereinafter called the corporation, is JM Research Incorporated.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To engage in the business of originating, implementing and supervising technical assistance and education and research programs and operations, including the furnishing of management consulting services with respect thereto for public, private and governmental organizations, without limitations.

(2) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, and to own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(3) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(4) To lend money to and otherwise assist its employees other than its officers and directors.

(5) To purchase, take, receive, subscribe for or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of other corporations, foreign and domestic and of associations, partnerships or individuals.

(6) To make contracts and incur liabilities; to borrow money at such rates of interest as the corporations may determine without regard to the restrictions of any usury law; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(7) To manufacture products for sale in wholesale or retail lots and to distribute same to the public.

(8) To buy products at wholesale and distribute same either through retail resale or through contracts and agreements with independent salesmen and/or dealers or through direct selling to the public.

(9) To invest its surplus funds from time to time and to lend money for its corporate purposes, and to take and hold real

3196 0033
JUL 10 1989

and personal property as security for the payment of funds so invested or loaned.

(10) To conduct its business, carry on its operations and have offices and exercise the powers granted by this chapter within and without the State of Maryland and to exercise in any State, Territory, District, colony or possession of the United States or foreign country.

(11) To elect or appoint officers and agents of the corporation, and to define their duties and fix their compensation.

(12) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of the State of Maryland for the administration and regulation of the affairs of the corporation.

(13) To make contributions to charitable organizations and in time of war to transact any lawful business in aid of the United States.

(14) To cease its corporate activities and surrender its corporate franchise.

(15) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed.

(16) To conduct any and all business allowed by the laws of the State of Maryland.

(17) To indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares or capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the incorporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-laws, agreement, vote of stockholders, or otherwise.

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 3 Box 160, Delmar, Maryland 21875. The name and address of the resident agent of the Corporation in Maryland is Jean May Malinger, Route 3 Box 160, Delmar, Maryland 21875. Said resident agent is a citizen of

3196 0034

LIBER 43 PAGE 603

Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is four hundred thousand (400,000) shares of the par value of one cent (\$.01) a share, all of one class and having an aggregate par value of four thousand dollars (\$4,000.00).

SIXTH: The number of directors of the corporation shall be three, which may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Jean May Malinge
Gene Martin Malinge
David William Malinge, Senior

SEVENTH: The duration of the Corporation shall be perpetual or until it ceases its corporate activities or surrenders its corporate franchise.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on December 6, 1989 and severally acknowledge the same to be my act.

Jean M. Malinge
Jean May Malinge

David William Malinge, Sr.
David William Malinge, Senior

3196 0035

WAG

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Said N. Malinger
1249 Hartmouth Avenue
Baltimore, Md. 21234

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT dy

LIBER 48 PAGE 610

ARTICLES OF INCORPORATION
OF
JM RESEARCH INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 7, 1989 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2916518

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DAVID W. MALINGER
1249 DARTMOUTH AVENUE
BALTIMORE MD 21234



Received for Record 02/14/1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 113C3030683
No. 48 Folios 606-610

Mark S. Bowser Clerk 314263

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3196 0032

Ex + m. David W. Malingen 1249 Dartmouth Ave.
Balt. Md 21234 5-10-90

ARTICLES OF INCORPORATION STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF

MIDWAY RV SALES AND SERVICE, INC. FILED FOR RECORD 12/1/89 at 9:03 A.m.

(A Maryland Close Corporation)

REC-7 A 903

9:03

FIRST: I, A. Gillis Allen, II, whose post office address is One Plaza East, Sixth Floor, P. O. Box 4247, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is MIDWAY RV SALES AND SERVICE, INC..

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

- (1) To sell and service recreational vehicles; and to engage in any other lawful purpose and/or business; and
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Forest Grove Road, Parsonsburg, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are William G. Carey, 1211 Frederick Avenue, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (\$5,000) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is William G. Carey. After such election becomes effective, the stockholders may exercise all powers of directors, and the business and affairs of the corporation shall be managed under their direction.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or

3195 2587

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officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, except to the extent expressly prohibited by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

(2) The Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation may and, if it enters into an agreement to do so, shall be required, according to the terms thereof, to purchase or redeem shares of its stock for a consideration greater than the net asset value per share, provided, however, that the Corporation shall purchase and redeem its stock only out of surplus unless otherwise permitted by law.

The enumeration and definition of a particular power included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred under the General Laws of the State of Maryland now or hereafter in force.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4 day of DECEMBER, 1989, and I acknowledge the same to be my act.

LIDER 43 PAGE 613

WITNESS:

Jim Foster

A. Gillis Allen, II
A. Gillis Allen, II

d:\taga\midway.aoi
AGA:amc 12/4/89

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02^{NY} BUSINESS CODE 03 COUNTY 72

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>10</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13	<u>9</u>	<u>1</u> Certified Copy <u>3P</u>	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code <u>072</u>
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>A. Yellis Allen, II</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 49.00

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 48 PAGE 615

ARTICLES OF INCORPORATION
OF
MIDWAY RV SALES AND SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 7, 1989 AT 9:03 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

U2916260

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ADKINS, POTTS, & SMITHURST
ATTN: A. GILLIS ALLEN, II
P O BOX 4247
SALISBURY MD 21801

Received for Record 1490 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 112C3030637
48 Folios 615-615

Mark S. Bowen A Cle 14226



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3195 2586

Ex d D: APS Atty 5-10-90

APPROVED FOR RECORD

LIBER. 43 PAGE 616 12/4/89 at 3:28 p.m.

ARTICLES OF INCORPORATION

OF

906907

SALISBURY KIWANIS FOUNDATION, INC.

FIRST: I, THE UNDERSIGNED, Kenneth D. L. Gaudreau, whose post office address is 701 Roland Street, Post Office Box 1170, Salisbury, Maryland, 21801-1170, being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a non-stock corporation.

SECOND: The name of the Corporation is:

SALISBURY KIWANIS FOUNDATION, INC..

THIRD: The purposes for which the Corporation is formed are:

(1) To operate exclusively for religious, charitable or educational purposes and it is authorized to accept, hold, administer, invest and disburse for charitable, religious or educational purposes such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to charitable, religious or educational organizations and in general do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out.

(2) In addition to the foregoing, the Corporation shall, at all times, have and be authorized to exercise and enjoy all of the powers, rights, immunities and privileges granted to, or conferred upon, corporations of a similar character by the general laws of the State of Maryland now or hereafter in force, except as limited in Article FIFTH hereof.

FOURTH: The post office address of the principal office of the Corporation is Valleywood Drive, Post Office Box 1316, Salisbury, Wicomico County, Maryland 21801. The name of the resident agent of the Corporation in this State is James T. Wolfe, Sr., whose post office address is Valleywood Drive, Post Office Box 1316, Salisbury, Wicomico County, Maryland, 21801. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The Corporation is not organized for a pecuniary profit and shall not be operated for profit. It shall not be authorized or have any power to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any

RECEIVED

80086338

80086338 515 2125

LEADER 43 PAGE 617

other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: The conditions, method of admission, qualifications and classifications of membership, the limitations, rights, powers and duties of members, the method of expulsion from and termination of membership, limitations upon or qualifications of voting power, and all other matters pertaining to the membership and conduct, management and control of the business, property and affairs of the Corporation shall be as provided from time to time in the By-Laws of the Corporation.

SEVENTH: The affairs and business of the Corporation shall be managed and conducted by a Board of Directors, the members of which, except as named herein, shall be elected to office in the manner provided in the By-Laws of the Corporation. The Board shall have such powers and duties as may be provided in the Articles of Incorporation and the By-Laws of the Corporation. The Board of Directors shall consist of not more than nine persons, which number may be increased or decreased pursuant to the By-Laws of the Corporation and shall never be less than three. The following persons shall constitute the original Board: Earl T. Wilkens, Charles H. Clark, George H. Mason, Richard Hoover, Robert Sterling, Robert E. Holloway, and E. Dean French, James T. Wolfe, Sr., Paul R. Kratzer, Louis A. Adkins, and Edwin T. Kennett.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The private property of the members and the Board of Directors shall not be subject to the payment of corporate debts to any extent whatsoever.

TENTH: Upon the dissolution of the Corporation/Organization, the Board of Directors/Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation/Organization, dispose of all of the assets of the Corporation/Organization exclusively for the purposes of the Corporation/Organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as of the time shall qualify as an exempt organization(s) under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue law), as the Board of Directors/Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation/Organization is then located, exclusively for such purposes or to such Organization, as said Court shall determine, which will organize and operate exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28th day of NOVEMBER, 1989.

WITNESS:

Sandra W. Sargent

Kenneth D. L. Gaudreau (SEAL)
KENNETH D. L. GAUDREAU

3195 2126

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 28th day of NOVEMBER, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth D. L. Gaudreau and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



Sandra W. Sargent
NOTARY PUBLIC

My Commission Expires: 7/1/90

STATE OF MARYLAND

LIBER 43 PAGE 619

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02. JLN

BUSINESS CODE

04

COUNTY

22

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10 _____ Expedited Fee
 20 20 Organ. & Capitalization
 61 20 Rec. Fee (Arts. of Inc.)
 62 _____ Rec. Fee (Amendment)
 63 _____ Rec. Fee (Merger or Consolidation)
 64 _____ Rec. Fee (Transfer)
 65 _____ Rec. Fee (Dissolution)
 66 _____ Rec. Fee (Revival)
 52 _____ Foreign Qualification
 50 _____ Cert. of Qual. or Reg.
 51 _____ Foreign Name Registration
 13 9 1 Certified Copy 3p
 56 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent and Resident Agent's Address
 _____ Other Change _____

76 _____ Certificate of Merger/Transfer

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to Limited Partnership
 85 _____ Termination of Limited Partnership
 21 _____ Recordation Tax
 22 _____ State Transfer Tax
 23 _____ Local Transfer Tax
 31 _____ Corp. Good Standing
 NA _____ Foreign Corp. Registration
 87 _____ Limited Part. Good Standing
 71 _____ Financial
 600 _____ Personal
 Property Reports and late filing penalties
 70 _____ Change of P.O., R.A. or R.A.A.
 91 _____ Amend/Cancellation, For. Limited Part.
 Other _____
 Other _____

Code _____

ATTENTION: Sybil

MAIL TO ADDRESS: Hyland
Infoquest, Inc
307 Dolphin Street
Baltimore, MD
21217

TOTAL FEES 49.10

_____ Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: ML JLN

LIBER 48 PAGE 620
ARTICLES OF INCORPORATION
OF
SALISBURY KIWANIS FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1989 AT 3:28 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20.00
RECORDING FEE PAID: \$ 20.00
SPECIAL FEE PAID: \$

D2915445

TO THE CLERK OF THE COURT OF WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SYVIL
HYLIND INFOQUEST, INC.
307 DOLPHIN STREET
BALTIMORE MD 21217

Received for Record 14,1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.O.
No. 48 Folios 610-620 111C3030555

Marked. Bowen Clerk
A 314142



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3195 2124

AJ5-060 Ex + M: Syvil Hylind Infoquest Inc
307 Dolphin St Baltimore MD 21217 5-10-90

LIBER 43 PAGE 621 RECEIVED FOR PAYMENT

12-4-89 9:24 a.m.

ARTICLES OF INCORPORATION OF SALISBURY COIN CLUB, INC. A NONPROFIT CORPORATION

906903

ML

I, EDGAR C. DRYDEN, the undersigned incorporator, being at least eighteen (18) years of age, hereby associate myself to form and establish a corporation not for profit under the Laws of the State of Maryland.

FIRST: The name of the corporation is: SALISBURY COIN CLUB, INC., A NONPROFIT CORPORATION.

SECOND: The location of the principal place of business of the Corporation in this State is: Rt. 12, Box 250, Salisbury, Wicomico County, Maryland 21801.

THIRD: The location of the principal office of the Corporation is: Rt. 12, Box 250, Salisbury, Maryland 21801.

FOURTH: The name and address of the resident agent in this State is: EDGAR C. DRYDEN, Rt. 12 Box 250, Salisbury, Maryland 21801.

FIFTH: The corporation is organized not for profit under the Laws of the State of Maryland and the objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose:

(a) To operate an association of members associated due to their interest in numismatic and exonomia;

(b) To provide a forum for numismatic education to the general public through the association and loan of numismatic materials to the general public and its members, upon request;

(c) To sponsor annual coin shows where numismatic material and exonomia may be displayed to the general public and to provide in connection therewith a bourse for the trade, sale and exchange of numismatic material and exonomia;

(d) To affiliate itself with other numismatic organizations for the purpose of promoting the field of numismatics as a profession and as a hobby;

(g) To do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

SIXTH: The number of the directors shall be prescribed in the By-Laws, but shall not be less than four (4). Until changed pursuant to the By-Laws, the number of Directors shall be four (4).

SEVENTH: Said corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of

3194 25350000331

distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights of other privileges of the classes of members shall be determined and fixed by the By-Laws. The Corporation is not authorized to issue capital stock.

EIGHTH: The Corporation is not organized for pecuniary profit and shall have no power to declare the dividends. No part of its net earnings shall inure to the benefit of any members, director, or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this paragraph. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: The names and places of residence of each of the Directors who shall serve as Directors until the First Meeting of Members are as follows:

NAME <u>EDGAR C. DRYDEN</u>	ADDRESS <u>Rt. 12, Box 250,</u> CITY & STATE <u>Salisbury, Maryland 21801</u>
NAME <u>GEORGE BELL</u>	ADDRESS <u>924 Brown Street</u> CITY & STATE <u>Salisbury, Maryland 21801</u>
NAME <u>LYNN M. BENSON</u>	ADDRESS <u>Route 5, Box 277A</u> CITY & STATE <u>Salisbury, Maryland 21801</u>
NAME <u>GEORGE PLETKA, JR.</u>	ADDRESS <u>P.O. Box 28</u> CITY & STATE <u>Dames Quarter, Md. 21820</u>

TENTH: In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more such nonprofit corporations as may be selected by the Board of Directors of this Corporation, to be used for, and devoted to, the purpose of numismatic education and promotion or other purpose to promote the general social welfare of the community, within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. In no event shall any of the assets or property, in the

event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the Corporation from paying its just debts.

ELEVENTH: The duration of the existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of November, 1989.

WITNESS:

Beverly R. Gorman

Edgar C. Dryden (SEAL)
EDGAR C. DRYDEN

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 14th day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EDGAR C. DRYDEN, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Vernadet M. Hudson
NOTARY PUBLIC.
My Commission expires: July 1, 1990



STATE OF MARYLAND

LIBER

43 PAGE 624

42

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 22

_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>70</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Lloyd O. Whitehead</u>
71		Financial	<u>116 East Main St.</u>
600		_____ Personal	<u>770. Box 4095</u>
		Property Reports and late filing penalties	<u>Salisbury, Md</u>
70		Change of P.O., R.A. or R.A.A.	<u>21801</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 42.00

Check _____ Cash

NOTE: copy made

Documents on _____ checks

APPROVED BY: [Signature] [Signature]

LIBER 43 PAGE 625

ARTICLES OF INCORPORATION
OF
SALISBURY COIN CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1989 AT 9:24 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2913986

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LLOYD O. WHITEHEAD
116 EAST MAIN ST.
P.O. BOX 4095
SALISBURY

MD 21801

Received for Record 00141990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.C.
48 Folios 625-625

109C3030279

Mark S. Bowser Clerk 313891



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
3194 2524

Ex + D: L. Whitehead Atty 5-10-90

906908

LICER 48 PAGE 626

STATE DEPARTMENT OF ASSESSMENTS & TAXATION
ARTICLES OF INCORPORATION
OF

HERMON 50 CORPORATION

A CLOSE CORPORATION

(Pursuant to Annotated Code of Maryland -
Corporations and Associations,
Sections 4-101, et seq.)

* * * * *

THIS IS TO CERTIFY:

FIRST:

That I, Christopher F. Davis, 126 East Main Street, Salisbury,
Maryland 21801, being at least eighteen (18) years of age, am
hereby forming a corporation under and by virtue of the General
Laws of the State of Maryland.

SECOND:

The name of the Corporation is:

HERMON 50 CORPORATION

THIRD:

The nature of the business and the objects and purposes
proposed to be transacted, promoted and carried on are to do any
or all of the things herein mentioned as fully and to the same
extent as natural persons might or could and in any part of the
world or universe as principal, agent, contractor, trustee or
otherwise, and either alone or in company with others, namely:

(a) To obtain and make loans unto Hermon - 50 Ltd.
Partnership and/or Mt. Hermon Executive Plaza Ltd. Partnership in
conjunction with the development of a 3.228-acre parcel of land by
Hermon - 50 Ltd. Partnership and a 4.416-acre parcel of land by Mt.
Hermon Executive Plaza Ltd. Partnership, said lands being located
in the City of Salisbury, Wicomico County, State of Maryland;

(b) To purchase, lease, hire, or otherwise own and acquire
either for the use of the corporation, or for lease, rental, or
sale to others, personal and real property of any nature and
description, including but not limited to aircraft, boats, motor
vehicles, salvaged or surplus items, or other goods of any nature
or description, regardless of its value or the lack thereof;

RECEIVED
89 NOV 30 PM 3 23
STATE DEPT. OF
ASSESSMENTS & TAXATION

11-30-89 3123

93368421

93354113

(c) To purchase, lease, hire, or otherwise acquire real and personal property, improved or unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber, and mortgage said property, or any part thereof; to acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company or any part thereof;

(d) To act as agent, distributor, attorney-in-fact, factor or broker, incident to any or all of the business of this corporation, or commission or otherwise, for individuals, co-partnerships, joint stock associations or corporations, foreign or domestic, including governments or governmental authorities; and to aid, assist, promote and conserve the interest of, and afford facilities for the convenient transaction of business by, its principals and patrons in all parts of the world;

(e) To purchase shares of its own stock in accordance with the provisions of Maryland law or the stock or securities of any other corporation, domestic or foreign;

(f) To borrow money and to issue therefor promissory notes, and to give as security for its indebtedness mortgages, pledges, deeds of trust or other liens upon the corporate assets or property, real, personal and mixed, and to endorse, pledge company assets, collaterally secure or in anywise guarantee the payment or performance of any notes, mortgages, contracts, obligations or undertakings of any person, firm or corporation which the stockholders of this corporation shall determine is in the furtherance of the business purposes of the corporation;

(g) To issue bonds, debentures or other obligations of the corporation, and to give as security therefor mortgages, deeds of trust by way of mortgages, pledges or other liens upon the corporate assets or property, real, personal and mixed;

(h) To apply for, acquire, hold, use, pledge, mortgage, license, assign or otherwise acquire, dispose of and deal in letters patent, copyrights, registered trade names and trademarks, issued or granted by the United States or any foreign country, state or province, and generally to acquire, dispose of, use, hold and deal in patents, inventions, articles, processes and improvements;

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation;

(j) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stocks or bonds of this corporation or otherwise;

(k) To do any and all things necessary or desirable or which may be appropriate to promote and attain the objects and purposes hereinabove enumerated;

(l) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Maryland upon corporations, and to do any or all of the things hereinbefore set forth to the extent as natural persons might or could do;

(m) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH:

The post office address of the place at which the principal office of the Corporation in this state will be located is 126 East Main Street, Salisbury, Maryland 21801. The resident agent of the Corporation is Christopher F. Davis, whose address is 126 East Main Street, Salisbury, Maryland 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH:

Pursuant to the Annotated Code of Maryland, Corporations and Associations, Section 4-302, the Corporation elects not to have a board of directors, and the business and affairs of this Corporation shall be managed by direct action of the stockholders of the Corporation, and all powers given to directors by the Annotated Code of Maryland, Corporations and Associations, or any other law, contract, or agreement, may be exercised by the stockholders. This election to have no board of directors shall become effective at such time as the organizational meeting of the directors and the issuance of one share of stock of the Corporation have been completed, pursuant to Section 4-302. Until such time as the election is effective, the Corporation shall have two directors, and Fulton P. Jeffers and Christopher F. Davis shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH:

The total amount of authorized capital stock is one hundred (100) shares, at a par value of One Dollar (\$1.00). Each share,

regardless of how held, shall be entitled to one vote; however, this may be altered or changed by either the by-laws or stockholders' agreements pursuant to Annotated Code of Maryland, Corporations and Associations, Sections 4-401, et seq.

SEVENTH:

The Board of Directors and the stockholders of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock of the par value and class authorized hereby or now or hereafter authorized by them. There shall be only one class of stock of the said Corporation, and said stock may be issued for such consideration as said Board of Directors or stockholders may deem advisable, subject to such restrictions and limitations, if any, as may be set forth in the by-laws or stockholders' agreements and as may be imposed by the State of Maryland.

EIGHTH:

At any time or from time to time, any of the provisions of these Articles of Incorporation, including but without limiting the generality of the foregoing, and any of the terms of the stock of the Corporation at the time outstanding, may be amended, altered or repealed (and the said terms changed by classification, reclassification or otherwise), and other provisions authorized by the statutes of the State of Maryland at the time in force may be added or inserted in the manner prescribed by said statutes; and all rights at any time conferred upon the stockholders of the Corporation by its Articles of Incorporation are granted subject to the provisions of this Section Eighth.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation, on this 30th day of November 1989.

TEST:

Christopher F. Davis Christopher F. Davis (SEAL)
Christopher F. Davis

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

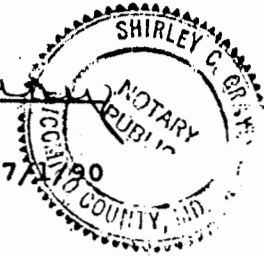
I HEREBY CERTIFY, That on this 30th day of November 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CHRISTOPHER F. DAVIS and acknowledged the foregoing Articles of Incorporation to be his act and deed.

LIBER 48 PAGE 630

AS WITNESS my hand and Notarial Seal.

Shirley C. [Signature]
Notary Public

My Commission Expires: 7/1/90



A:5A29650.43B

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9, m. 1. 02

BUSINESS CODE 03

COUNTY 72

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent and Resident Agent's Address
 _____ Other Change _____

76 _____ Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Hearne & Bailey
126 E. Main St.
Salisbury, Md. 21801
c/o Christopher F. Davis

TOTAL FEES 70

Check _____ Cash

NOTE:

1 Documents on 2 checks (30.00 + 40.00)

APPROVED BY: J. m. T. V. H.

3194 0667

LIBER 43 PAGE 632

ARTICLES OF INCORPORATION
OF
HERMON 50 CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 30, 1989 AT 3:23 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2912269

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HEARNE & BAILEY
ATTN: CHRISTOPHER F. DAVIS
126 E. MAIN STREET
SAILSBUARY MD 21801

Received for Recd: 4/14/90 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 632 107C3030081

Mark S. Bowen Clerk
A 313700



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Ex + D: H+B Atty 5-10-90

45 NOV 633

006910

ARTICLES OF INCORPORATION
R. P. PROPERTIES, INC.

11-31-69 at 8:57 P.M.

THIS IS TO CERTIFY:

8

FIRST: That I, the subscriber, David H. Clark, whose post office address is 132 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being at least eighteen (18) years of age, do under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is:

R. P. PROPERTIES, INC.

THIRD: The purposes for which the Corporation is formed are to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent, or broker, and on commission or otherwise, to act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

In addition to the foregoing purposes, objects, and business, the Corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the general laws of the State of Maryland and any future addition thereto or enlargement thereof.

FOURTH: The post office address of the principal office of the Corporation in this State is 132 East Main Street, Salisbury, Wicomico County, Maryland 21801. The name and address of the resident agent of the Corporation in this State is David H. Clark, 132 East Main Street, Salisbury, Wicomico County, Maryland 21801. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand shares, having a par value of Ten Dollars (\$10.00) per share, all of which shares are of one class and are designated "Common Capital Stock". The aggregate par value of all shares having a par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have not less than three (3) nor more than five (5) directors, which numbers may be changed in any lawful manner as the By-Laws may, from time to time, provided that:

(a) If there is not stock outstanding, the number of directors, may be less than three (3), but not less than one (1), and

(b) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

65:8 d OE NOV 6551

LAW OFFICES
CULLEN, CLARK,
INSLEY & HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

33348221

3194

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: David H. Clark, Wade H. Insley, III, and Hugh K. Hanson.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class and securities converted into shares of its stock with or without par value of any class, for such consideration as said Board of Directors may deem advisable irrespective of the value of amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) To fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and if any, what part of the surplus of the net profits of the Corporation arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) Subject to any limitation or restriction herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption and the conversion rights of such shares.

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class or holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by Law or by these Articles, to purchase, lease, or otherwise, acquire the business, assets or franchises, in whole or in part, of all other corporations or unincorporated business entities.

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of two (2) or more of the Directors of the Corporation, which to the extent provided in said resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors, in the management of the business of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose or when authorized by the written consent of the holders of the

43 INC 635

majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interest of the Corporation.

(g) To execute mortgages and liens upon the real and personal property of the Corporation.

(h) To adopt and carry into effect employee and officer pension, hospitalization and other benefit plans.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

EIGHTH: Meetings of stockholders may be held without the State of Maryland if the By-Laws so provide. The books of the Corporation may be kept (subject to any provisions contained in the Maryland Law) outside of the State of Maryland at such place or places as may be designated by the Board of Directors or in the By-Laws of the Corporation. Election of directors need not be by ballot unless the By-Laws so provide.

NINTH: The Corporation is to have perpetual existence.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 13th day of November, 1989.

WITNESS:

Carla C. Rarty

David H. Clark (SEAL)
David H. Clark

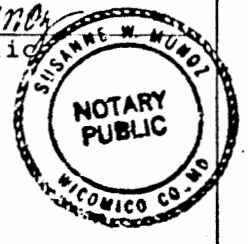
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, that on this 13th day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David H. Clark and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Susanne W. Munoz
Notary Public

My Commission Expires: 7/1/90



LAW OFFICES
CULLEN, CLARK,
INSLEY & HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

3194 0313

STATE OF MARYLAND LIBER 48 PAGE 636
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE SK 02 BUSINESS CODE 03 COUNTY 72

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>DAVID H. CLARK</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign Corp. Registration	<u>CULLEN, CLARK, INSLEY + HANSON ESQ.</u>
87		_____ Limited Part. Good Standing	<u>132 EAST MAIN STREET</u>
71		Financial	<u>POST OFFICE BOX 109</u>
600		_____ Personal	<u>SALISBURY, MD 21301</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Pem VH

LISER 48 PAGE 637

ARTICLES OF INCORPORATION
OF
R. P. PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 30, 1969 AT 8:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2911642

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CULLEN, CLARK, INSLEY & HANSON
ATTN: DAVID H. CLARK, ESQUIRE
132 E. MAIN STREET
P. O. BOX 109
SALISBURY MD 21801

Received for Record 11/14/69 and recorded in the
Records of Wicomico County, Maryland in Liber No. S.B. 107C3030019
No. 48 Folios 633-637

Mark S. Bowen Clerk A 313653



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.
3194 0310

Ex + D: CCOA Atty 5-10-90

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 43 PAGE 638

APPROVED FOR RECORD

REAL HOMES, INC. 11-8-89 at 9:00 P.M.

A9886912

A Maryland Close Corporation
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

First: That we, the subscribers, Aaron Paul Littleton, P. O. Box 664, Berlin, Maryland 21811, and Nancy M. Littleton, P. O. Box 664, Berlin, Maryland 21811, both being of full legal age, do, under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

Second: The name of the corporation is REAL HOMES, INC.

Third: The corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

Fourth: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things hereinafter mentioned, as fully and to the same extent as natural person might or could, and in any part of the world, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others, namely:

(a) To carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon power plants, industrial plants and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavation, and iron, steel, wood, masonry, mechanical, electrical and earth

NOV 28 1989

03328045 3183 2078

construction and installations, to make, execute, and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; to manufacture, produce, adapt and prepare, deal in and deal with any materials, articles or things incidental to or required for or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

(b) To act as a general contractor for the construction and sale, repairing and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(c) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of any kind of any corporation, association, firm or individual carrying on, in whole or in part, the aforesaid businesses, or either of them, or any other business, in whole or in part, that the corporation may be authorized to carry on and to undertake, guarantee and assume and pay the indebtedness and liabilities thereof, and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds or

other securities of the corporation or otherwise.

(d) To carry on any other business, whether manufacturing or otherwise, which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

(e) To issue shares of its stock in the manner permitted by law to raise money for any of the purposes of the corporation or in payment for property purchased or any other lawful condition.

(f) In general, to carry on any other business and to have and to exercise all the powers now or hereafter conferred by the laws of Maryland upon corporations formed under the general laws thereof.

Fourth: The post office address of the place in which the principal office of the corporation in this state will be located is Box 220C, Three Bridges Road, Willards, Maryland 21874.

The resident agent of the corporation is Nancy M. Littleton, whose post office address is Box 220C, Three Bridges Road, Willards, Maryland 21874, said resident agent being a citizen of the State of Maryland and actually residing therein.

Fifth: The corporation shall have not less than three, nor more than five directors, and Aaron Paul Littleton, Nancy M. Littleton and James H. Porter, Jr. shall act as such until the

LIBER 43 PAGE 641

first annual meeting, or until their successors are duly chosen and qualified.

The number of directors may be changed in such lawful manner as the by-laws may, from time to time, provide.

Sixth: The total number of shares of stock which the corporation has authority to issue is one thousand shares of the par value of Twenty Dollars (\$20.00) per share, all of one class, and having an aggregate value of Twenty Thousand Dollars (\$20,000.00).

Seventh: The following provisions are hereby adopted for the purpose of defining and regulating the powers of the corporation and of the directors and stockholders.

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities converted into shares of its stock, of any class or classes, whether now or hereafter authorized.

(b) No contract or other transaction between the corporation or any other corporation, firm or individual, shall be affected or invalidated by the fact that any director or directors of the corporation is, or are, parties to or interested in such contract, act or transaction, or in any way connected with any such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved, in the absence of actual fraud, from any liability that may otherwise exist because of contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway

3193 2079

interested.

(c) The corporation shall have the right to purchase or otherwise acquire shares of its own capital stock in the manner permitted by law, provided that it shall not use its funds or property for the purchase of its own shares of capital stock when such will cause any impairment of its capital and provided, further, that shares of its own capital stock belonging to it shall not be voted, directly or indirectly.

Eighth: The duration of the corporation shall be perpetual.

IN TESTIMONY WHEREOF, we have signed these article of incorporation on this 27th day of November, in the year Nineteen Hundred and Eighty-Nine.

WITNESS:

Aaron Paul Littleton (SEAL)
Aaron Paul Littleton

Nancy R. Seely

Nancy M. Littleton (SEAL)
Nancy M. Littleton

STATE OF MARYLAND, WORCESTER COUNTY, to wit:

I HEREBY CERTIFY, that on this 27th day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Aaron Paul Littleton and Nancy M. Littleton, the incorporators above mentioned and they severally acknowledged the foregoing Articles of Incorporation to be their respective act and deed, and signed the same in my presence.

WITNESS my hand and Notarial Seal.



Nancy R. Seely
Notary Public

My Commission Expires: 7/1/90

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 3/4 BUSINESS CODE 03 COUNTY 12

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	
66		Rec. Fee (Revival)	
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		Certified Copy	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	
87		Limited Part. Good Standing	
71		Financial	
600		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Other Change

Code _____ ATTENTION: JAMES H. PORTER, JR.

MAIL TO ADDRESS: HENRY P. WALTERS, P.A.
111 VINE STREET
POCOMOKE CITY, MD
21857

TOTAL FEES _____
40 Check _____ Cash
Documents on _____ checks

APPROVED BY: A. [Signature]

LIBER 48 PAGE 644
ARTICLES OF INCORPORATION
OF
REAL HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 28, 1989 AT 9:08 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2910511

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JAMES H. PORTER, JR.
HENRY P. WALTERS, P.A.
111 VINE STREET
POCCMOKE CITY MD 21851



Received for Record *11/28/89* and recorded in the *185C3032673*
No. *48* Folios *678-694*
Mark S. Brown Clerk

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3193 2075

*Ex + M. James H. Porter Jr. Henry P. Walters, P.A.
111 Vine Street Pocomoke City Md 21851*

906912

LIBER 43 PAGE 645

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BRIDDELL UPHOLSTERY INC.

A CLOSE CORPORATION UNDER TITLE 4 FOR RECORD

ARTICLES OF INCORPORATION 11-27-89 at 9:56 P.m.

g

The undersigned, George R. Briddell Sr., 408 Houston Terrace, Salisbury, Md. 21801, Mark G Babbitt Sr., 404A Mosshill Ln., Salisbury, Md. 21801, Curtis Farrow, Rt. 1. Box 92, Westover, Md. 21871, Betty Jane Briddell, 408 Houston Terrace, Salisbury, Md. 21801, being at least eighteen years of age, do hereby form a corporation under the general laws of the state of Maryland.

The name of the corporation is Briddell Upholstery Inc.

The corporation shall be a close corporation as authorized by Title 4.

The purpose for which the corporation is formed are for the upholstery, repair, and refinishing of furniture in the state of Maryland, and any other state of the United States.

The post office address of the principal office of the corporation in Maryland is 700 N. Salisbury Blvd., Salisbury, Wicomico County, Maryland 21801. The name address of the resident agent of the corporation in Maryland is George R. Briddell Sr. 408 Houston Terrace, Salisbury, Wicomico County, Salisbury, Md. 21801.

The total number of shares of stock which the corporation has authority to issue is 1000 shares of the par value of \$1.00 a share, all of one class, and having an aggregate par value of \$1000.00.

REC'D NOV 17 8-56

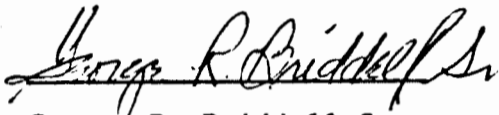
✓


3193 1768
93318132

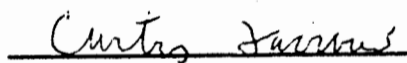
The number of the directors of the Corporation shall be 4 which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than 3, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are George R. Briddell Sr., Mark G. Babbitt Sr., Curtis Farrow, and Betty Jane Briddell.

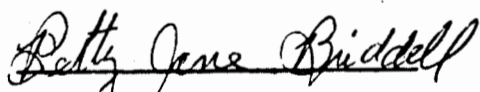
The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on Nov. 24, 1989 and severally acknowledge the same to be our act.


George R. Briddell Sr.


Mark G. Babbitt Sr.


Curtis Farrow


Betty Jane Briddell

STATE OF MARYLAND **LIDER** 40 PAGE 647
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 0274 BUSINESS CODE 03 COUNTY 72

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	<u>BRIDDELL UPHOLSTERY CO.</u>
71		Financial	<u>700 N. SALISBURY BLVD.</u>
600		Property Reports and late filing penalties <u>Personal</u>	<u>SALISBURY, MARYLAND</u>
70		Change of P.O., R.A. or R.A.A.	<u>21001</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

LICER 43 PAGE 648

ARTICLES OF INCORPORATION
OF
BRIDDELL UPHOLSTERY INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 27, 1989 AT 8:56 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2909968

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BRIDDELL UPHOLSTERY CO.
700 N. SALISBURY BLVD.
SALISBURY MD 21801

Received for Record *11/27/89* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 105C3032618
No. *98* Folios *645-648*

Mark S. Bowe Clerk 313409



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.
3193 1767

*Ex m: Briddell Upholstery Co. 700 N Salis Blvd
Salis Md 21801 5/10-90*

908116

LIBER 48 PAGE 649

CERTIFICATE OF MERGER
 TRANSFER
 CONSOLIDATION
 SHARE EXCHANGE

TO: Clerk of the Circuit Court for WICOMICO COUNTY (LAND RECORD)
 Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this office on January 5, 1990

1) The name of each party to the Articles is SPINNAKER MOTEL, INC. (A MD. CORP.)-TRANSFEROR and VISKON-AIRE CORP. (A NJ CORP.)-TRANSFEE

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is VISKON-AIRE CORP.

As Witness my hand and the Official seal of the said Department at Baltimore this 18th day of January, 1990.



Dean W. Kitchen
 Dean W. Kitchen
 Corporate Administrator

3305 0524

OF REAL PROPERTY BY ARTICLES OF Sale and Transfer

Pursuant to TITLE 3, Corporations in General, Subtitle 1. Consolidation, Merger and Transfer of Assets, Section 3-112 Property Certificate for Assessments Records of the Corporations and Associations Article (1975 Revised Code-Maryland) and Article 81 - Revenue and Taxes, Sections 277(a), 277(T), and 278A (a) and (b) of the Annotated Code of Maryland (1969 Replacement Volume and 1974 Supplement). We hereby certify that the herein described property is being conveyed by Articles of Sale and Transfer, between the ~~Transferor, Merging or Consolidating~~ Corporation(s) herein named Spinnaker Motel, Inc.

and the Transferee Corporation(s), ~~Individual(s), Successors, Heirs, Executors and the~~ Viskon-Aire Corporation

REAL PROPERTY AFFECTED: (Show separately for each parcel deed reference and brief description preferably as shown on recent tax bill.)

Exhibit A attached

Mailing address for receipt tax bills: Name Viskon-Aire Corporation
Address 410 Winfield Avenue
Salisbury, MD 21801
City or County, State and Zip Code

*NOTE: SUBMIT IN TRIPLICATE

(OVER)

2205 0525

"IF APPLICABLE PLEASE COMPLETE"

A Recordation Tax is payable pursuant to Article 81, Section 277(T) at the rate of \$1.65 per 500 of the actual consideration paid or to be paid for any real property or improvements thereto so transferred, and a Transfer Tax is payable pursuant to Article 81, Section 278A (a) and (b) at the rate of one-half of one percent (.5%) of the actual consideration paid or to be paid for the conveyance of title of real property.

We hereby acknowledge and affirm under the penalties of perjury that the herein stated consideration paid on the conveyance of title of real property is the actual amount stated herein: CONSIDERATION \$950,000.00

TRANSFEROR CORPORATION Spinnaker Motel, Inc.

SIGNATURE OF OFFICER

[Signature]
George A. Purnell, President

For Department use only.

As Witness to the act of the State Department of Assessments and Taxation of Baltimore, this

5th day of January, 1990

I have set my hand and caused the seal of said Department to be hereto affixed.

[Signature]
Charter Specialist

RECORDATION TAX PAID:	\$3,135.00
TRANSFER TAX PAID:	\$4,750.00
TOTAL:	\$7,885.00

No local tax

affidavit of pp + re taxes paid filed w. articles

SUBJECT PROPERTY

ITEM ONE: ALL that lot or parcel of land situate, lying and being in Salisbury Election District of Wicomico County, Maryland, on the westerly side of and binding in part upon Northwood Drive, and on the easterly side of and binding upon the right-of-way of Consolidated Rail Corporation, and which is shown and designated as Lot 2 on a plat entitled "Resubdivision for Henry J. Knott, Jr.", made by Philip Parker & Associates, Inc., dated July 18, 1986 and recorded in Plat Cabinet A.J.S. No. 7, Folio 154-614.

ITEM TWO: ALL of the right, title and interest of the Grantor in and to those certain rights-of-way and easements described in right-of-way agreement dated June 3, 1974 and recorded among the Land Records of Wicomico County, Maryland in Liber A.J.S. No. 823, Folio 525, et seq., together with the obligations of the Grantor, if any, thereunder.

BEING the same property conveyed unto Spinnaker Motel, Inc. from Henry J. Knott, Jr., dated September 30, 1986 and recorded among the aforesaid Land Records in Liber A.J.S. No. 1080, Folio 77.

L13:V5.1p

Received for Record May 18, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 649-652

Mark J. Bowen Clerk

3205 0527

Ex + m Viskon - Ave Corp. 410 Winfield Ave

908117 ARTICLES OF INCORPORATION

OF

SALISBURY TITLE COMPANY, INC.
(A Maryland Close Corporation)

* * * * *

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
1-16-90 9:00 A.M.

THIS IS TO CERTIFY:

FIRST:

That I, Albert K. Broughton, Jr., whose Post Office address is 241 West Main Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, particularly the Close Corporation Act, execute and file these Articles with the intention of forming a Close Corporation.

SECOND:

The name of the Corporation is (which is hereafter called the "Corporation"):

SALISBURY TITLE COMPANY, INC.

THIRD:

The Corporation shall be a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland as amended.

FOURTH:

The purposes for which the corporation is formed are as follows:

- (a) To provide services in connection with all aspects of real estate purchases including title examinations, certification of title, preparation of all related settlement documents, i.e., deeds, mortgages, notes, settlement sheets, disclosure statements, etc., conducting settlements, maintaining escrow for settlement proceeds, disbursement of settlement proceeds, providing title insurance for owners and lenders.

Law Offices
Albert K. Broughton, Jr., P.A.
241 W. Main Street
Salisbury, Maryland 21801

00 4 V 91 MAR 0651

00258027

3210 0996



(b) The Corporation is authorized to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH:

The Post Office address at the principal office of the corporation in this State is 241 West Main Street, Salisbury, Maryland 21801. The name and Post Office address of the resident agent of the corporation in this State is Albert K. Broughton, Jr., whose address is 241 West Main Street, Salisbury, Maryland 21801. Said resident agent is an individual actually residing in the State of Maryland.

SIXTH:

The total number of shares of capital stock which the corporation has authority to issue is 1,000 shares of common stock, without par value.

(a) Each shareholder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the corporation as provided in the By-Laws and shall thereafter be sealed with the seal of the corporation.

(b) Shares of stock shall be transferred only on the book of the corporation by the holder thereof in person or by a duly authorized attorney, and the old certificate, duly issued, shall be surrendered and cancelled before a new certificate is issued.

(c) Each stock certificate, upon issuance, shall contain a clear reference to the fact that the corporation is a close corporation.

SEVENTH:

The corporation shall initially have not less than two (2) nor more than five (5) directors and Albert K. Broughton, Jr. and John H. Williams, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in any lawful matter as the By-Laws may, from time to time, provide, which number may be less than two (2) pursuant to the provisions of the Close Corporation Act of the State of Maryland.

LIBER 48 PAGE 655

EIGHTH:

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following, subject to such restrictions, if any, as may be set forth and included in the Close Corporation Act of the State of Maryland:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class for such consideration as said Board may determine, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) To fix and determine and to vary the amount of working capital of the corporation to determine whether any and, if any, what part of the surplus of the net profits of the corporation arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms of the Board of Directors shall deem expedient.

(c) Subject to any limitation or restriction herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on and the time and prices of redemption.

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the corporation, whether conferred by Law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of all other corporation or unincorporated business entities.

(e) May by resolution passed by a majority of the whole Board, designate one or more committees, each to consist of two (2) or more of the Directors of the Corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, and such committees shall have such

names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors, shall deem expedient and for the best interests of the corporation.

(g) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

NINTH

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors, individually, or any firm of which any director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a Director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he was not such a director or officer of such other corporation or not so interested.

TENTH

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 11th day of January, 1990.

LIDER 48 PAGE 657

WITNESS:

Valeri A. Ennis

[Handwritten Signature]

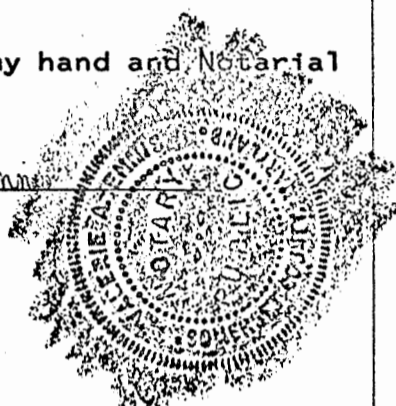
ALBERT K. BROUGHTON, JR. (SEAL)

STATE OF MARYLAND, Sevier COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 11th day of January, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Albert K. Broughton, Jr., and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Valeri A. Ennis
NOTARY PUBLIC



My Commission Expires: 7/1/1990

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

SA 02

BUSINESS CODE

03

COUNTY

72

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other

Name Change (New Name)

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Other Change

Code

ATTENTION:

MAIL TO ADDRESS:

Albert K. Broughton, Jr.
241 N. Main St.
P.O. Box 549
Salisbury, md 21801

TOTAL FEES 40

Check Cash

NOTE:

Documents on checks

APPROVED BY: J.M.T. YH

LIBER 48 PAGE 659

ARTICLES OF INCORPORATION
OF
SALISBURY TITLE COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 16, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2947091

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ALBERT K. BROUGHTON
241 W. MAIN ST.
P.O. BOX 549
SALISBURY

MD 21801

Received for Record May 18, 1990 and recorded in the
Corp Records of Wicomico County, Maryland in Liber M.S.B. 145C3032981
No. 48 Folios 653-659

Mark S. Broughton 317 221



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3210 0995

Ex. D. Al Broughton Atty 7-3-90

STATE DEPARTMENT OF AS908113
AND TAXATION

APPROVED FOR PAYMENT
1226-90 at 9:19 A.M.

J

LICER 48 PAGE 660

TORREY FOOD SERVICE, INC.
(A Close Corporation)

ARTICLES OF INCORPORATION

FIRST: I, Thomas K. Coates, whose Post Office address is Suite 200, Executive Office Building, 7200 Coastal Highway, Ocean City, Maryland 21842, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Torrey Food Service, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business operation and management of restaurants, food service establishments and related businesses; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 116 Freedom Way, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Robert Torrey, 116 Freedom Way, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The Corporation shall have director, namely, Robert Torrey who shall serve as such director until the First Annual Meeting of Stockholders.

SEVENTH: This Corporation shall be a close corporation pursuant to Maryland Annotated Code, Corporations and Associations Article Section 4-101, et seq.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders thereof:

2210 0336

00268113

LIBER 48 PAGE 661

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, but it may not issue any securities convertible into shares of its stock of any class or classes.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all, or substantially all, of the assets of the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

(4) With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange, or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(g) the issuance of shares of stock of any class now or hereafter authorized, or non transferable warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

such action shall be effective and valid if taken or approved by a unanimous affirmative vote of every stockholder or every subscriber for stock of the corporation, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH (4).

NINTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or non transferable warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise,

against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such Court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 or 2 of this Article TENTH or in defense of any claim issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article TENTH.

(4) Any indemnification under paragraphs 1 or 2 of this Article TENTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper under the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article TENTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and determination so made shall be conclusive.

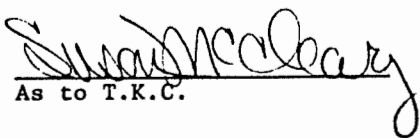
(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

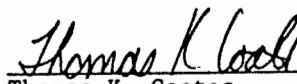
(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article TENTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of January, 1990, and I acknowledge the same to be my act.

WITNESS:


As to T.K.C.


Thomas K. Coates (SEAL)

LIGER 48 PAGE 665

STATE OF MARYLAND, WORCESTER COUNTY, TO WIT:

I HEREBY CERTIFY that on this 24th day of January, 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas K. Coates and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Edward Mc...

Notary Public

My commission expires 3/1/91



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 102

BUSINESS CODE 03

COUNTY 72

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
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76		Certificate of Merger/Transfer
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83		Cert. Limited Partnership
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85		Termination of Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

Code _____

ATTENTION: _____

Thomas K. Coates

MAIL TO ADDRESS: Coates

Coates, & Coates, P.A.

6 Broad St.

P.O. Box 366

Berlin, Md 21811

TOTAL FEES _____

40 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A yr

LIBER 48 PAGE 667

ARTICLES OF INCORPORATION
OF
TORREY FOOD SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 26, 1990 AT 9:19 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ 20.00	\$ 20.00	\$

D2946374

TO THE CLERK OF THE COURT OF WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
COATES, COATES, & COATES, P.A.
ATTN: THOMAS K. COATES
6 BROAD ST., P.O. BOX 366
BALTIMORE MD 21811

Received for Record May 18, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.B.44C3032909
No. 1660-1667 Folios 1660-1667

Mark S. Boden Clerk 317137



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3210 0335

Ex + M. Coates Coates & Coates P.A. Attn Thomas

LIBER 48 PAGE 668
ARTICLES OF INCORPORATION

STATE DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS

908119

OF
NEWFOUNDLAND POINT CORPORATION

APPROVED FOR RECORD

01-09-90 at 8:59 a.m.

FIRST: We, the undersigned, George E. Bahen, whose address is 124 East Main Street, Salisbury, Maryland, Hobart B. Hughes, whose address is 124 East Main Street, Salisbury, Maryland, and John B. Long, II, whose address is 124 East Main Street, Salisbury, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

NEWFOUNDLAND POINT CORPORATION

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To buy, sell, or rent real estate and to erect or construct improvements thereon, including all necessary club room and home furnishings, equipment and accessories and to purchase, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(b) To purchase, or otherwise acquire, hold, mortgage, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, ^{658 A 1-11-90} implements and other personal property or

3208 2549

00820503

equipment of every kind.

LIDER 48 PAGE 669

(c) To loan or advance money without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities therefor, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire,

3208 2650

any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of 1208 2651

the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by laws, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(j) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies

of the United States of America and in foreign countries; maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the public general laws of this State.

✓ FOURTH: The Post Office address of the principal office of the Corporation in this State is/ 124 East Main Street, 21801 Salisbury, Maryland. / The name and post office address of the resident agent of the Corporation in this State is John B. Long, II, 124 East Main Street, P. O. Box 259, Salisbury, Maryland. Said resident agent is a citizen of this State and actually resides therein.

✓ FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand Shares (1,000) of the par value of \$100.00 a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be

three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chose and qualified are George E. Bahen, Hobart B. Hughes and John B. Long, II.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) No share holder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation, unless such share shall first have been offered for sale to the Corporation, and the Corporation reserves and shall have the exclusive right and option to purchase such share at a price equal to the market value thereof within thirty (30) days after such offer. After the expiration of such time, the shareholder, if the Corporation shall not have exercised its option to purchase such share, shall be free to transfer, alienate, or otherwise dispose of such share without any restriction whatsoever. Each certificate of stock shall have printed thereon a statement as follows: "This certificate is issued subject to the restrictions on transfer contained in the Articles of Incorporation and the Minutes of the

first meeting of the Board of Directors".

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 4th day of January, 1989.

WITNESS:

Lynn Adkins

George E. Bahen (SEAL)

Lynn Adkins

Hobart B. Hughes (SEAL)

Lynn Adkins

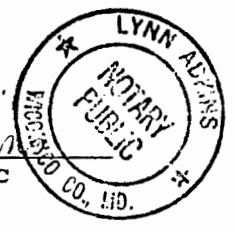
John B. Long, II (SEAL)

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on the 4th day of January, 1989, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared George E. Bahen, Hobart B. Hughes and John B. Long, II, and they acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal the day and year last above written.

Lynn Adkins
Notary Public



My Commission Expires:
July 1, 1990

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE Y02 BUSINESS CODE 03 COUNTY 72

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	<u>28</u>	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Long, Hughes, Bahen, Washell & Badger, P.A.

P.O. Box 259
Salisbury, Md. 21801

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Jm TYH

670

LICER **48** PAGE **676**
ARTICLES OF INCORPORATION
OF
NEWFOUNDLAND POINT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 9, 1990** AT **8:59** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2944650

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LONG, HUGHES, BAHEN, DSSHIEL, &
BADGER, P.A.
P.O. BOX 259
SALISBURY MD 21801

Received for Record May 18, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 668-676 142C3032562

Mark S. Bowring Clerk 316863



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2908 2649

LIBER 48 PAGE 677

FORCILLO'S CORPORATION

908120

A Maryland Close Corporation
Organized Pursuant to The DEPARTMENT OF ASSESSMENTS
Corporations and Associations TAXATION
Article of the
Annotated Code of Maryland

APPROVED FOR RECORD
1/24/90 at 8:56 A.M.

ARTICLES OF INCORPORATION

DM

FIRST: I, THE UNDERSIGNED, MELVIN J. CALDWELL, JR. whose address is 128 E. Main Street, Post Office Box 4520, Salisbury, Maryland 21803-4520, being at least eighteen years of age, hereby forms a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is:

FORCILLO'S CORPORATION (A Close Corporation)

THIRD: The Corporation shall be a Close Corporation as authorized by Title Four (4) of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are as follows:

A. To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

B. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The address of the principal office of the Corporation in the State of Maryland is Main & Walnut Streets, Hebron, Maryland 21830. The name and address of the Resident Agent of the Corporation in this State is: Tyler Tazio Forcillo, Corner Main and Walnut Streets, P. O. Box 179, Hebron, Maryland 21830. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Hundred (500) shares of common stock, with no par value.

00240203

Law Offices
Caldwell & Vinyard, P.A.
128 East Main Street
P O Box 4520
Salisbury, Maryland 21801

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the corporation, but shall never be less than one (1), provided, that:

A. If there is no stock outstanding the number of directors may be less than three, but not less than one.

B. If there is stock outstanding and there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders. The names of the directors, who shall act until the first annual meeting or until his successor is duly chosen and qualified are:

Tyler Tazio Forcillo
P. O. Box 179
Hebron, Maryland 21830

Marie Delores Forcillo
P. O. Box 179
Hebron, Maryland 21830

Glen Andrew Lane
412 Monticello Avenue
Salisbury, Maryland 21801

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and the directors of the stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class.

(b) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects from time to time before the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(c) The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand or receive payment of the fact value of the stock.

The enumeration and definition of a particular power of the Board of directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of

the State of Maryland now or hereafter in force.

NINTH: Except as may otherwise be provided by the Board of Directors, no holder or any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class no or hereafter authorized or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of January, 1990, and I acknowledge the same to be my act.

WITNESS June A. Carey

Melvin J. Caldwell, Jr. (SEAL)
Melvin J. Caldwell, Jr.

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 12th day of January, 1990, before me, the subscriber, a Notary Public, personally appeared Melvin J. Caldwell and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal, the day and year above written.



June A. Carey
Notary Public

Commission Expires: 7/1/90

Law Offices
Caldwell & Vinyard, P.A.
128 East Main Street
P.O. Box 4520
Salisbury, Maryland 21801

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02.24

BUSINESS CODE

03

COUNTY

72

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	Certified Copy 3P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Caldwell a. Vinyard, PA
128 E. Main St.
P.O. Box 4520
Salisbury, Md
21801

TOTAL FEES 49.00

Check _____ Cash

NOTE: copy made

Documents on _____ checks

APPROVED BY:

[Signature]

LIBER 48 PAGE 681

ARTICLES OF INCORPORATION
OF
FORCILLO'S CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 24, 1990 AT 8:56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2944478

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CALDWEL AND VINYARD, P.A.
128 E. MAIN ST. P.O. BOX 4520
SALISBURY MD 21801

Received for Record May 18, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 677-681

142C3032544

Mark S. Bowen Clerk

A 316846



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3208 2504

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

OF

ROCKFORD DIRT & STONE, INC.

908121

A CLOSE CORPORATION STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

THIS IS TO CERTIFY:

1-22-90 at 8:51 a.m.

FIRST: That the subscriber, Philip D. Williams, being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, do hereby act with the intention of forming a close corporation by the execution and filing of these articles.

SECOND: That the name of the said close corporation (which is hereinafter called the "Corporation") is

ROCKFORD DIRT & STONE, INC.

THIRD: That the purposes for which the Corporation is formed are as follows:

(a) To engage in the purchase and sales of vehicles and the contract or independent hauling of dirt, gravel and stone.

(b) To carry on and conduct any other lawful related business or businesses and to own, manage, buy, lease, sell and encumber property of every kind and description used or useful in connection therewith.

(c) To have and exercise any and all of the power and authority conferred upon the Corporation by Maryland Law except those (if any) limited, restricted or denied by the provisions of these Articles, or the By-Laws of the Corporation, or any agreement among its stockholders authorized by the provisions of Maryland law relating to close corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 56, Rockwalkin Road, Hebron, Maryland 21830. The resident agent of the Corporation is Philip D. Williams, whose post office address is Route 1, Box 56, Rockwalkin Road, Salisbury, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000)

00228189

1990 JAN 22 A

shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall initially have one (1) director, Philip D. Williams, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation on this 12th day of January, 1990.

TEST:

Lynn Adkins Philip D. Williams (SEAL) Philip D. Williams

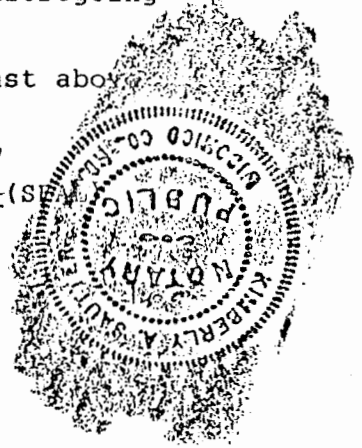
STATE OF MARYLAND, COUNTY OF WICOMICO :

THIS IS TO CERTIFY, that on this 12th day of January, 1990, before me, the undersigned, personally appeared Philip D. Williams and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and seal, the day and year last above written.

My Commission expires: July 1, 1990

Kimberly A. Sautter Notary Public



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

4402

BUSINESS CODE

03

COUNTY

22

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other

Name Change (New Name)

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Other Change

Code

ATTENTION: George E. Baker

MAIL TO ADDRESS: Long, Hughes, Baker, Ashwell & Badger
 124 E. Main St.
 P.O. Box 259
 Salisbury, Md. 21801-0259

TOTAL FEES 40.00

Check Cash

NOTE:

Documents on checks

APPROVED BY:

[Signature]

LICER 48 PAGE 685

ARTICLES OF INCORPORATION
OF
ROCKFORD DIRT & STONE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 22, 1990 AT 8:51 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2943702

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LONG, HUGHES, BAHEN, DASHIELL, &
BADGER ATTN: GEORGE E. BAHEN
124 E. MAIN ST. PO BOX 259
SALISBURY MD 21801 0259

Received for Record May 18, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.P. 141C3032371
No. 48 Folios 682-685

Mark J. Boden 316684



RECORDED IN THE RECORDS OF THE

3208 0696

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Ex + D INBDB Atty 7-3-90

LIBER 48 PAGE 686

1-18-90 8:31a

AMENDED ARTICLES OF INCORPORATION

OF

908122

THE PURSE LADY, LTD.

CHANGING THE CORPORATE NAME TO
BAG & BAGGAGE, LTD.

FIRST: The undersigned, whose post office address is 107 North Baptist Street, P. O. Box 75, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is BAG & BAGGAGE, LTD.

THIRD: The Corporation shall be a Maryland Statutory Close Corporation in accordance with Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The purposes for which the Corporation is formed are:

(a) To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise;

(b) To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

(c) To take, purchase, or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired and held by corporations under the laws of the State of Maryland and other places in which the Corporation conducts or carries on its business.

608
81 NOV 066
00188091

(d) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this state is Rt. 7, Box 78, Gunby Road, Salisbury, Wicomico County, Maryland 21801. The name and post office address of the resident agent of the Corporation in this state is Victor H. Laws, III, 107 North Baptist Street, Salisbury, Maryland 21801.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock, with a par value of One Dollar (\$1.00) each. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000).

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that: (a) if there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and (b) if there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting of the stockholders of the corporation and until their successors are duly chosen are as follows: David J. Larmore, J. Sheldon Larmore, and Sara Belle Larmore.

EIGHTH: These Amended Articles of Incorporation are executed and adopted prior to the organizational meeting of the Board of Directors, and each incorporator of the corporation has joined in the execution hereof.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 16th day of January, 1990, and I acknowledge the same to be my act.

TEST:

Victor H. Laws, III (SEAL)
Victor H. Laws, III

3207 3597

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY that on this 16th day of January, 1990, before me, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Victor H. Laws, III, and acknowledged the foregoing Articles of Amendment to be his act.

WITNESS my hand and Notarial Seal, the day and year last above written.

My Commission Expires:
July 1, 1990

Shelley L. Evans
Notary Public



STATE OF MARYLAND LICER 48 PAGE 689
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 10A BUSINESS CODE 03 COUNTY 72

D2884229 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>30</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other
	_____	Other

Name Change (New Name) Bag &

Baggage, Ltd.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Victor Laws
PO Box 75
Salisbury Md
21801

TOTAL FEES 29

Check Cash

NOTE: copy made

Documents on _____ checks

APPROVED BY: JW cm

LIBER 48 PAGE 690

AMENDED ARTICLES OF INCORPORATION
OF
THE PURSE LADY, LTD.
CHANGING ITS NAME TO:
BAG & BAGGAGE, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 18, 1990 AT 8:31 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D2884229

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
VICTOR LAWS
P.O. BOX 75
SALISBURY

MD 21801

Received for Record May 18, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B:
Corp No. 48 Folios 686-690

140C3032190

Mark S. Bowen Clerk

A 316525



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3207 2595

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

908123

LIBER 48 PAGE 691

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
1-18-90 at 11:34 A.M.

ARTICLES OF INCORPORATION

OF

GARY'S DRAFT SERVICES, INC.
(A Maryland Close Corporation)

* * * * *

THIS IS TO CERTIFY:

FIRST:

That I, Gary Richard Farrell, Sr., whose Post Office address is Route 12, Box 529, Salisbury, Maryland 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, particularly the Close Corporation Act, execute and file these Articles with the intention of forming a Close Corporation.

SECOND:

The name of the Corporation is (which is hereafter called the "Corporation"):

GARY'S DRAFT SERVICES, INC.

THIRD:

The Corporation shall be a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland as amended.

FOURTH:

The purposes for which the corporation is formed are as follows:

(a) To provide services to restaurants, taverns, and any other entities dispensing or otherwise distributing beer, wine, and/or soda products including supplying CO2 and nitrogen supplies and hookups as well as to provide cleaning services in connection with draft dispensaries.

(b) The Corporation is authorized to do anything

Law Offices
Albert K. Broughton, Jr., P.A.
241 W. Main Street
Salisbury, Maryland 21801

1 1990 JAN 18 11:34 AM

3207 1354

00260480

permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH:

The Post Office address at the principal office of the corporation in this State is Route 12, Box 529, Salisbury, Maryland 21801. The name and Post Office address of the resident agent of the corporation in this State is Gary Richard Farrell, Sr., whose address is Route 12, Box 529, Salisbury, Maryland 21801. Said resident agent is an individual actually residing in the State of Maryland.

SIXTH:

The total number of shares of capital stock which the corporation has authority to issue is 1,000 shares of common stock, without par value.

(a) Each shareholder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the corporation as provided in the By-Laws and shall thereafter be sealed with the seal of the corporation.

(b) Shares of stock shall be transferred only on the book of the corporation by the holder thereof in person or by a duly authorized attorney, and the old certificate, duly issued, shall be surrendered and cancelled before a new certificate is issued.

(c) Each stock certificate, upon issuance, shall contain a clear reference to the fact that the corporation is a close corporation.

SEVENTH:

The corporation shall initially have not less than two (2) nor more than five (5) directors and Gary Richard Farrell, Sr. and Denise Annette Farrell, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in any lawful matter as the By-Laws may, from time to time, provide, which number may be less than two (2) pursuant to the provisions of the Close Corporation Act of the State of Maryland.

EIGHTH:

LIBER 48 PAGE 693

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following, subject to such restrictions, if any, as may be set forth and included in the Close Corporation Act of the State of Maryland:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class for such consideration as said Board may determine, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) To fix and determine and to vary the amount of working capital of the corporation to determine whether any and, if any, what part of the surplus of the net profits of the corporation arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms of the Board of Directors shall deem expedient.

(c) Subject to any limitation or restriction herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on and the time and prices of redemption.

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the corporation, whether conferred by Law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of all other corporation or unincorporated business entities.

(e) May by resolution passed by a majority of the whole Board, designate one or more committees, each to consist of two (2) or more of the Directors of the Corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors, shall deem expedient and for the best interests of the corporation.

(g) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

NINTH

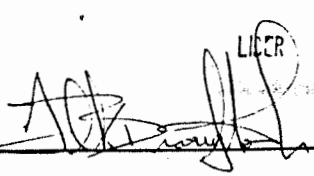
No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors, individually, or any firm of which any director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a Director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he was not such a director or officer of such other corporation or not so interested.


TENTH

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 11th day of January, 1990.

WITNESS:

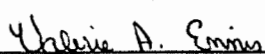

LICR 48 PAGE 695

 (SEAL)
 GARY RICHARD FARRELL, SR.

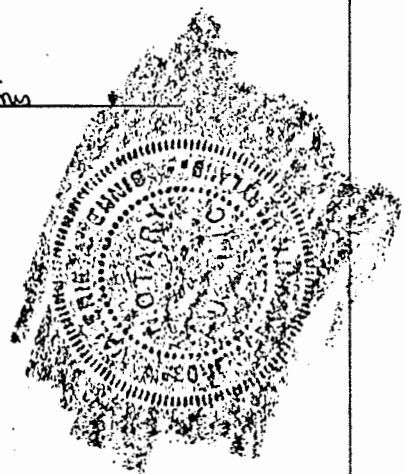
STATE OF MARYLAND, Somerset COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 11th day of January, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gary Richard Farrell, Sr., and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.


 NOTARY PUBLIC

My Commission Expires: 7/1/1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE AM 02 BUSINESS CODE 03 COUNTY 72

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10 _____ Expedited Fee
 20 70 Organ. & Capitalization
 61 70 Rec. Fee (Arts. of Inc.)
 62 _____ Rec. Fee (Amendment)
 63 _____ Rec. Fee (Merger or Consolidation)
 64 _____ Rec. Fee (Transfer)
 65 _____ Rec. Fee (Dissolution)
 66 _____ Rec. Fee (Revival)
 52 _____ Foreign Qualification
 50 _____ Cert. of Qual. or Reg.
 51 _____ Foreign Name Registration
 13 _____ Certified Copy _____
 56 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent and Resident Agent's Address
 _____ Other Change _____

76 _____ Certificate of Merger/Transfer

Code _____

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to Limited Partnership
 85 _____ Termination of Limited Partnership
 21 _____ Recordation Tax
 22 _____ State Transfer Tax
 23 _____ Local Transfer Tax
 31 _____ Corp. Good Standing
 NA _____ Foreign Corp. Registration
 87 _____ Limited Part. Good Standing
 71 _____ Financial
 600 _____ Personal
 Property Reports and late filing penalties
 70 _____ Change of P.O., R.A. or R.A.A.
 91 _____ Amend/Cancellation, For. Limited Part.
 _____ Other _____
 _____ Other _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Albert K. Broughton Jr.
241 N. Main St.
P.O. Box 549
Salisbury, Md
21801

TOTAL FEES 20.70

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: AM ELS

LIBER 48 PAGE 697

ARTICLES OF INCORPORATION
OF
GARY'S DRAFT SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 18, 1990 AT 11:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2940963

TO THE CLERK OF THE COURT OF WICOMICO COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ALBERT K. BROUGHTON, JR.
241 W. MAIN STREET P.O. BOX 549
SALISBURY MD 21801

Received for Record May 18, 1990 and recorded in the
Corp Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 691-697

Mark S. Bower Clerk 139C3032019

A 316382



RECORDED IN THE RECORDS OF THE 2207 1363
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Ex + D Al Broughton Atty 7-3-90

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 48 PAGE 698

APPROVED FOR RECORD

1/18/90 8:32 a.m.

ARTICLES OF INCORPORATION

OF

908124

PUSEY & WHITE CORPORATION

(A CLOSE CORPORATION)

THIS IS TO CERTIFY THAT:

FIRST: That the undersigned, William L. Frick, whose post office address is 821 Eastern Shore Drive, Salisbury, Maryland 21801, being of full legal age, does, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, hereby form a close corporation under the Corporation and Associations Article of the Annotated Code of Maryland, 1975 Vol.

SECOND: That the name of the close corporation (which is hereafter called "Corporation") is:

PUSEY & WHITE CORPORATION

THIRD: That the purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it, within the State of Maryland, or any other state or states, of the United States, or any territory or possession thereof, whether presently or hereinafter annexed, are as follows:

a. To own and operate a general construction company and related business and to do all things necessary to accomplish the aforesaid purpose.

b. To take, buy, purchase, exchange, hire, lease, or otherwise acquire, real estate and real property either improved or unimproved, and any interest or right therein, and to own, hold, control, maintain, manage and develop the same.

c. To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged, hired or acquired under the general corporation laws of the State of Maryland.

1990 JAN 18 A 8 32

3207 1239

00188092

d. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock of any corporation, any and all kinds of buildings, houses, hotels, breweries, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at anytime be necessary, useful or advantageous in the judgment of the Stockholders for the purposes of the Corporation and which can lawfully be done under the general corporation laws of the State of Maryland.

e. To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, to mortgage or otherwise encumber the land, buildings, real property, chattels, real, and other property of the Corporation, real and personal, wheresoever situate, and all legal and equitable rights therein.

f. To transact the business of buying and selling, dealing in, leasing, renting, and managing real estate and any interest therein for its own account as agent or broker, or upon commission.

g. To purchase, sell and manufacture, deal in building materials and goods, wares and merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale, ownership, construction, maintenance and management of real property.

h. To borrow money, with or without pledge of or mortgage upon all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal and real property, or on either of them.

i. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest and to endorse or otherwise guarantee the payment of the principal, interest, or either, or any bonds, debentures, notes securities or other evidence of

3207 1239

indebtedness created or issued by any other corporation or association.

j. To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon the distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof among the stockholders.

k. To advance money with or without security without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or part of the property of the Corporation, real or personal including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

l. To carry on any of the business hereinbefore

3207 1240